UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008

Extimated average burden

howsper response 16.00

NOV 2 9 2005

SECLISE ONLY

| Name of Offering (M) check if the | 05073128 | | | |
|-------------------------------------|--|------------------------|---------------------|------------------------------|
| Ivy Rosewood Associates, L.P. (| Class B Interests) (f/k/a Rosewoo | d Associates, L.P. (C | Class B Interests)) | |
| Filing Under (Check box(es) that a | apply): Rule 504 Rule | 505 🗹 Rule 50 | 6 □ Section 4(6) | ☑ ULOE |
| Type of Filing: ☐ Ne | w Filing | | | |
| | A. BASIC IDENTIF | ICATION DATA | , | |
| 1. Enter the information requested | l about the issuer | | | |
| Name of Issuer (Check if this is | an amendment and name has char | nged, and indicate cha | ange.) | |
| Ivy Rosewood Associates, L.P. (| Class B Interests) (f/k/a Rosewoo | d Associates, L.P. C | lass B Interests) | |
| Address of Executive Offices | (Number and Street, City, Sta | ite, Zip Code) | Telephone Number (I | ncluding Area Code) |
| One Jericho Plaza, Jericho, NY | 11753 | | (516) 228-6500 | |
| Address of Principal Business Ope | erations (Number and Street, City, Sta | ite, Zip Code) | Telephone Number (I | ncluding Area Code) |
| (if different from Executive Office | :s) | | i i | |
| | | | \ \ | DOMPROCER |
| Brief Description of Business | Limited Partnership is an inv | vestment limited par | tnership. | いるのでにうのでに |
| | | | \ | DEC 0.1.2006 |
| Type of Business Organization | | | | oco o i rana |
| ☐ corporation | ☑ limited partnership, alread | ly formed | □ other (| pleaseīšpēcifom FIVANGIAI |
| □ business trust | ☐ limited partnership, to be t | formed | | FWANCIAI, |
| | | Month Ye | ear | |
| Actual or Estimated Date of Incorp | poration or Organization: | 1 1 8 | 8 ☑ Actual | [] Estimated |
| Jurisdiction of Incorporation or | Organization: (Enter two-letter U | .S. Postal Service | | |
| • | nada; FN for other foreign jurisdicti | | NY | |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

| A. BASIC IDENTIFICATION DATA |
|---|
| 2. Enter the information requested for the following: |
| • Each promoter of the issuer, if the issuer has been organized within the past five years; |
| • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; |
| • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and |
| Each general and managing partner of partnership issuers. |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner |
| Full Name (Last Name first, if individual) |
| Rosewood Associates Management, LLC |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner *Manager of the General Partner |
| Full Name (Last name first, if individual) |
| Ivy Asset Management Corp. |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| The Bank of New York Company, Inc. |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Wall Street, New York, NY 10286 |
| Check Box(es) that Apply: *□ Promoter □ Beneficial Owner *☑ Executive Officer *☑ Director □ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Simon, Lawrence |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner *☑ Executive Officer *☑ Director ☐ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Wohl, Howard |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner *☑ Executive Officer ☐ Director ☐ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Geiger, Adam, |
| Business or Residence Address (Number and Street, City, State, Zip Code) |

One Jericho Plaza, Jericho, NY 11753

| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner *☑ Executive Officer ☐ Director ☐ General and/or Managing Partner |
|--|
| Of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Simon, Sean |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Managing Partner |
| *Of the Manager of the General Partner |
| Full Name (Last name first, if individual) |
| Singer, Michael |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner *☑ Executive Officer ☐ Director ☐ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Cummins, Glenn |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Jericho Plaza, Jericho, NY 11753 |
| Check Box(es) that Apply: *□ Promoter □ Beneficial Owner □ Executive Officer *☑ Director □ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Pisarkiewicz, Steven |
| Business or Residence Address (Number and Street, City, State, Zip Code) |
| One Wall Street, New York, NY 10286 |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer * ☐ Director ☐ General and/or Managing Partner |
| *of the Manager of the General Partner |
| Full Name (Last Name first, if individual) |
| Bannon, Kevin |
| Business or Residence Address (Number and Street, City, State, Zip Code) |

One Wall Street, New York, NY 10286

(use blank sheet, or copy and use additional copies of this sheet, as necessary)

| | | | | | B. IN | FORMAT | ION ABO | OUT OFF | FERING | | | | | |
|---------|---|--|---|--|---|--|--|--------------------------------------|---|---------------------------------------|-------------------------|--|---------------|----------|
| 1. | Has the iss | suer sold, | | | | l, to non-ac | | | | ering? | | | Yes | No ☑ |
| 2. | What is th | e minimu | | | | dix, Colum: pted from a | | - | | | •••• | | \$ <u>500</u> | 0,000.00 |
| | *Unles | s the Gen | eral Partne | er in its sol | e discretio | on accepts s | subscripti | ons for a | lesser amo | unt | | | | |
| 3. | | | | | | | | | | Yes ☑ | No | | | |
| 4. | commission offering. It with a state persons of | on or sim If a person e or states Such a br | ilar remun to be list s, list the oker or de | neration for ed is an ass name of the aler, you n | or solicita sociated p e broker o | who has be tion of pur erson or ag or dealer. I | rchasers i ent of a b If more th | n connect roker or c an five (| etion with lealer regi 5) persons | sales of stered with to be list | securities h the SEC | in the and/or | | |
| | ame (Last n ı, Marilyn | | | | 3608409) | | | | | | | | | |
| | ss or Resid | | | | | | Code) | | | | | | | |
| | Asset Ma | | | | o Plaza, J | ericho, NY | 11753 | | | | | | | |
| Name | of Associat | ea Broker | or Dealer | • | | | | | | | | | | |
| | in Which P | | | | | | | • | | | | | _ | |
| (Chec | k "All Stat [AK] | es" or che [AZ] | ck individ [AR] | ual States) [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | □ All Stat | es |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | √[VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | | |
| Full Na | ame (Last r | name first, | if individ | ual) | | | | | | | | | | |
| Busine | ss or Resid | ence Add | ress (Num | ber and St | reet, City, | State, Zip | Code) | | | | | | | |
| Name | of Associat | ed Broker | or Dealer | • | | | | | | | | | | |
| States | in Which P | erson List | ed Has Sc | olicited or l | Intends to | Solicit Pur | chasers | | | | | | | |
| (Chec | k "All Stat [AK] | es" or che [AZ] | ck individ [AR] | ual States) [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | ☐ All Star | tes |
| [IL] | [IN] | رمک) [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | | |
| Full N | ame (Last r | name first, | if individ | ual) | | | | | | | | | | |
| Busine | ss or Resid | ence Add | ress (Num | ber and St | reet, City, | State, Zip | Code) | | | | | | | |
| Name | of Associat | ed Broker | or Dealer | • | | | | | | | | | | |
| | in Which P | | | | | | | ·· | | | | | ☐ All Sta | |
| (Chec | k "All Stat [AK] | es" or che | ECK INGIVIC | iuai States, |) [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | ⊔ All Sla | ies |
| [IL] | [IN] | [lA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] [PR] | | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | $[\mathbf{t}, \mathbf{t}, \mathbf{t}]$ | | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already

| | sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check th box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange an already exchanged. | | |
|----|---|-----------------------------|---|
| | Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$ | \$ |
| | | | |
| | Equity 🗆 Common 🔻 Preferred | \$ | \$ |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests (Class B Interests) | \$ 500,000,000.00 | \$ <u>15,000,000.00</u> |
| | Other (Specify) | \$ | \$ |
| | TotalAnswer also in Appendix, Column 3, if filing under ULOE. | \$ 500,000,000.00 | \$ 15,000,000.00 |
| | Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | e | |
| | | Number of Investors | Aggregate Dolla Amount of Purchases |
| | Accredited Investors | 1 | \$ <u>15,000,000.00</u> |
| | Non-Accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | | \$ |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1. | | PLICABLE |
| | Type of Offering | Type of Security | Dollar Amount Sold |
| | Rule 505 | | \$ |
| | Regulation A | | • |
| | | | <u> </u> |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the issuer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | . . | |
| | Transfer Agent's Fees | | \$ |
| | Printing and Engraving Costs | ☑ | \$ 3,000.00 |
| | Legal Fees | ☑ | \$25,000.00 |
| | Accounting Fees | | \$ |
| | Engineering Fees | | \$ |
| | Sales commission (specify finders' fees separately) | | \$ |
| | Other Expenses (identify: filing fees) | \square | \$4,000.00 |
| | Total | | \$32,000.00 |

| b. | and total expenses furnished in response to | offering price given in response to Part C - Que Part C — Question 4.a. This difference is the " | adjust | ted | 499 | <u>,968,000.00</u> |
|-----|---|--|----------|--|--------|-----------------------|
| 5. | each of the purposes shown. If the amoun | gross proceeds to the issuer used or proposed t for any purpose is not known, furnish an estin total of the payments listed must equal the to Part C — Question 4.b above. | nate ar | nd check | | |
| | | | | Payments to Officers, Directors & Affiliates | | Payments to Others |
| | Salaries and fees | | | \$ | | \$ |
| | Purchase of real estate | | | \$ | | \$ |
| | Purchase, rental or leasing and installation | of machinery and equipment | | \$ | | \$ |
| | Construction or leasing of plant buildings | | \$ | | \$ | |
| | Acquisition of other business (including this offering that may be used in exchananother issuer pursuant to a merger) | | | \$ | | \$ |
| | Repayment of indebtedness | | | \$ | | \$ |
| | Working capital | | | \$ | ☑ | \$_499,968,000.0 |
| | Other (specify): | | | \$ | | \$ |
| | Column Totals | | | \$ | ☑ | \$_499,968,000.0 |
| | Total Payments Listed (column totals adde | rd) | | ☑ \$ <u>499,</u> 9 | 968,00 | 0.00 |
| | | D. FEDERAL SIGNATURE | | | | |
| sig | nature constitutes an undertaking by the iss | gned by the undersigned duly authorized person uer to furnish to the U.S. Securities and Exchan -accredited investor pursuant to paragraph (b)(2) | ge Co | mmission, upon writ | | |
| _ | | | | | | _ 1 |
| | vy Rosewood Associates, L.P. | Signature | Da No | ovember 15, 2005 | | |
| 1 | (Class B Interests) lame of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| ľ | Kenneth R. Marlin | Director, Contracts and Compliance o | | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| E. STATE SIGNATURE | | |
|---|-------------|--|
| | | |
| 1. Is any party described in 17 CFR 262 presently subject to any of the | Yes No | |
| - disqualification provisions of such rule? * | | |

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to the state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.*
- 3. The undersigned issuer hereby undertakes to furnish to the state-administrators, upon written request, information furnished by the issuer to offerees.*
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.*

*Items 1, 2, 3 and 4 above have been deleted pursuant to the National Securities Market Improvement Act of 1996.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | Signature | Date | | | | |
|---|--|-------------------|--|--|--|--|
| Ivy Rosewood Associates, L.P. (Class B Interests) | Mank | November 15, 2005 | | | | |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | | | | | |
| Kenneth R. Marlin | Director, Contracts and Compliance of Ivy Asset Management Corp., Manager of Rosewood Associates Management, LLC, General Partner | | | | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| | | | | A | PPENDIX | | | | | |
|----------|---------|----------------|--|--------------------------------|---------------|-------------------------------------|-------------|----------|----------------------|--|
| 1 | | 2 | 3 | | | 4 | | | 5 | |
| | non-ac | to sell to | Type of security and aggregate | | | | | | | |
| | | tors in ate | offering price offered in state | | | vestor and hased in State | | | ation of granted) | |
| | (Part B | -Item 1) | (Part C-Item 1) | | (Part C | -Item 2) | | (Part E | -Item 1) | |
| State | Yes | No | Class B Limited Partnership Interests | Number of Accredited Investors | Amount | Number of Non- accredited Investors | Amount | Yes | No | |
| AL | | | | | | | | | | |
| AK | | | | | | | | | | |
| AZ | | | | | | | | | | |
| AR | | | | | | | | ļ | | |
| CA | | | | | | | | | | |
| CO | | | | | | | | <u> </u> | | |
| CT | | | | | | | | - | | |
| DE DC | ļ | | | | | | | <u> </u> | | |
| FL | | | | | | | | | | |
| GA | ļ | | | | | | | | | |
| HI | | | | | | | | | | |
| ID | | | | | | | | | | |
| IL | | X | 500,000,000.00 | 1 | 15,000,000.00 | | | 1 | X | |
| IN | | | | | | | | | | |
| IA | | | | | | | | | | |
| KS | | | | | | | | | | |
| KY | | | | | | | | | | |
| LA | | | | | | | | | | |
| ME | | | | | | | | - | | |
| MD | ļ | ļ | | | | | | | | |
| MA | | | | | | | | | | |
| MI | | | | | | | | | | |
| MN | | | | | | | | | | |
| MS | - | | | | | | | | | |
| MO | | ļ | | | | | | | | |
| MT | | | | | | | | | | |

| | | | | Al | PPENDIX | | | | *** | |
|-------|---|----|--|-------------------------|--|------------|--------|--|-----|--|
| 1 | 2 | 2 | 3 | | | | | 5 | | |
| State | Intend to sell to non-accredited investors in State (Part B-Item 1) | | ccredited and aggregate stors in offering price Type of investor and state offered in state (Part C-Item 1) (Part C-Item 2) Class B Number of Number of Non | | amount purchased in State (Part C-Item 2) Number of Non | | | | | |
| State | Yes | No | Partnership | Accredited Investors | Amount | accredited | Amount | Yes | No | |
| NE | | | Interests | | | Investors | | | | |
| NV | | | | | | | | | | |
| NH | | | | | | | | | | |
| NJ | | | | | | | | - | | |
| NM | | | | | | | | | | |
| NY | | | | | | | | | | |
| NC | | | | | | | | | | |
| ND | | | | | | | | | | |
| OH | | | | | | | | | | |
| OK | | | | | | | | | | |
| OR | | | | | | | | | | |
| PA | | | | | | | | | | |
| RI | | | | | | | | | | |
| SC | | | | | | | | | | |
| SD | | | | | | | ···· | | | |
| TN | | | | | | | | | | |
| TX | | | | | | | | | | |
| UT | | | | | | | | | | |
| VT | | X | 500,000,000.00 | 0 | 0.00 | | | | X | |
| VA | | | | | | | | ļ | | |
| WA | | | | | | | | | | |
| WV | | | | | | | | ļ | | |
| WI | | | | | | | | | | |
| WY | | | | | | | | <u> </u> | | |
| PR | <u> </u> | | | | | | | | | |